



SCC896  
(06/02)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF MERGER –  
NONSTOCK CORPORATION

ARTICLES OF MERGER OF

(Names of corporations)

The undersigned corporations, pursuant to Title 13.1, Chapter 10, Article 11 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ONE

*(Set forth the plan of merger (see §13.1-894 of the Code of Virginia).)*

TWO

*(For each corporation that is a party to the merger, state whether the plan was approved by the members or adopted by the directors. See Options A and B, below.)*

Option A

*(If member approval of one or more of the corporations was required, with respect to each such corporation, set forth either (1) or (2), below, whichever is applicable.)*

- (1) The plan of merger was adopted by unanimous consent of the members.

OR

- (2) The plan of merger was submitted to the members by the board of directors in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and:

- (a) The total number of:

- (i) Votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

Voting Group	Total No. of Votes Cast <b>FOR</b> the Plan	Total No. of Votes Cast <b>AGAINST</b> the Plan
_____	_____	_____
_____	_____	_____

OR

- (ii) Undisputed votes cast for the plan separately by each voting group was:

Voting Group	Total No. of Undisputed Votes Cast <b>FOR</b> the Plan
_____	_____
_____	_____

- (b) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

***(Continued on the back)***

Option B

*(If member approval of one or more of the corporations was not required (because there are no members, no members with voting rights, etc.), with respect to each such corporation, set forth that the board of directors adopted the plan and the reason why member approval was not required. See §§13.1-895 B and 13.1-896 of the Code of Virginia.)*

The undersigned (*chairman or vice-chairman of the board of directors, president, or any other of its officers authorized to act on behalf of the corporation [USE APPROPRIATE TERM]*) declares that the facts herein stated are true as of \_\_\_\_\_ (*Date*).

\_\_\_\_\_  
(*Name of corporation*)

By: \_\_\_\_\_ (*Signature*)

\_\_\_\_\_  
(*Printed name and corporate title*)

*(The articles must be similarly executed by each corporation that is a party to the merger.)*

**NOTE**

If member approval is required, the plan must be approved by each voting group entitled to vote on the plan by MORE THAN 2/3 of all votes entitled to be cast by that voting group unless the Virginia Nonstock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists (See § 13.1-895 of the Code of Virginia).

**INSTRUCTIONS**

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

Guideform SCC896 has been produced by the Commission as a guide to help you prepare the corporation's articles of merger. Please note, however, that this guideform will not be accepted with the blanks filled in. You must separately type your articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (like the italicized portions).

You can download this form from our website at [www.state.va.us/scc/division/clk/index.htm](http://www.state.va.us/scc/division/clk/index.htm).

The Certificate of Merger cannot be issued unless all fees, fines and penalties assessed by the Commission against all parties to the merger have been paid.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.

***It is a Class 1 misdemeanor for any person to sign a document he knows is false in any material respect with intent that the document be delivered to the Commission for filing.***

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.